

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. Grace & Co., <u>et al.</u> ¹)	Case No. 01-1139
)	(Jointly Administered)
Debtors)	
)	

AFFIDAVIT UNDER 11 U.S.C. 327(e)
(Firm)

STATE OF MASSACHUSETTS)
)
COUNTY OF MIDDLESEX) ss:

WILLIAM L. BAKER, being duly sworn, upon his/her oath, deposes and says:

1. The Debtors have requested that I provide legal and consulting services related to intellectual property matters including, but not limited to, the preparation of patent applications and the prosecution of the same before the United States Patent & Trademark Office and Patent Offices of foreign countries on behalf of the Debtors, and I have consented to provide such services.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.- Conn., A-1 Bit & Tool Co., Inc., Alewife Boston, Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc. Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston, Ltd., G.C. Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G. C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B, Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Interdemco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

3. Except for the Debtors, I do not perform services for any claimants and parties-in-interest in these chapter 11 cases, or any person who employs or represents any such persons, in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

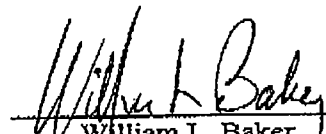
4. I have not agreed to share and will not share any portion of the compensation to be received from the Debtors with any other person.

5. Insofar as I have been able to ascertain, I do not hold or represent any interest adverse to the Debtors or their estates.

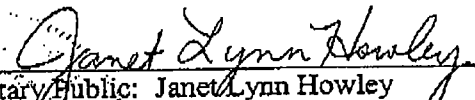
6. The Debtors owe me \$0.00 for prepetition services.

7. If at any time during the period of my employment, if I should discover any facts bearing on the matters described herein, I will supplement the information contained in this Affidavit.

Executed on the seventh day of February, 2006.


William L. Baker

Sworn to and subscribed before me
this 7th day of February, 2006


Notary Public: Janet Lynn Howley

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(Notarization in state where signed)

